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SANFORD N. REINHARD, P.A.  
ATTORNEY AT LAW  
2875 N.E. 191ST STREET  
SUITE 404  
AVENTURA, FLORIDA 33180  
TELEPHONE - (305) 932-7555  
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May 15, 2002

State of Florida  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-05/17/02--01063--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Merger  
Stirling Station, Inc./NW 79<sup>th</sup> Station, Inc.

To Whom it may concern:

Enclosed is our check in the amount of \$78.75 for filing of the Articles of Merger and a certified copy of same. Please return the certified copy to us in the self-addressed, stamped envelope provided.

Thank you for your assistance,

Sincerely,

*Aimee Pessolano*  
Aimee Pessolano, CLA

AP  
Enclosures

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 JUN -3 AM 10:49

*Merger  
LPS  
6-5-2002*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

STIRLING STATION, INC., a Florida corporation (Document #P99000041291)

INTO

**NW 79TH STATION, INC.**, a Florida entity, P01000006883

File date: June 3, 2002

Corporate Specialist: Louise Flemming-Jackson

SANFORD N. REINHARD, P.A.  
ATTORNEY AT LAW  
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May 30, 2002

State of Florida  
Division of Corporations  
Attention: Velma Shepard  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Merger  
Stirling Station, Inc./NW 79<sup>th</sup> Station, Inc.

Dear Ms. Shepard:

Pursuant to your request, enclosed are the original Articles of Merger of Stirling Station, Inc. and NW 79<sup>th</sup> Station, Inc. along with the original Agreement and Plan of Merger between Stirling Station, Inc. and NW 79<sup>th</sup> Station, Inc.

If there is anything further that you need, please contact us. Thank you for your assistance,

Sincerely,

  
Aimee Pessolano, CLA

AP  
Enclosures

F:\AJPF\fontecilla\fontecilla merger file ltr2.wpd

RECEIVED  
02 JUN -3 AM 8:35  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 24, 2002

AIMEE PESSOLANO, CLA  
C/O SANFORD N. REINHARD, P.A.  
2875 N.E. 191ST ST., STE. 404  
AVENTURA, FL 33180

SUBJECT: NW 79TH STATION, INC.  
Ref. Number: P01000006883

We have received your document for NW 79TH STATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 902A00033675

ARTICLES OF MERGER

2002 JUN -3 AM 10:49

OF  
STIRLING STATION, INC.  
(a Florida corporation)

AND

NW 79th STATION, INC.  
(a Florida corporation)

Pursuant to the provisions of Section 607.1105, Florida Statutes, these Articles of Merger provide that:

1. Stirling Station, Inc., a Florida corporation ("SS") shall be merged with and into NW 79th STATION, INC., a Florida corporation ("79SS"), which shall be the surviving corporation.

2. The merger shall become effective as of 13<sup>th</sup> of May, 2002 or upon filing (the "Effective Time").

3. The Agreement and Plan of Merger dated May 13, 2002, pursuant to which SS shall be merged with and into 79SS (the "Merger"), was unanimously adopted by the shareholders of SS by resolutions adopted on May 13, 2002 and by the shareholders of 79SS by resolutions adopted May 13, 2002.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of SS and 79SS by their authorized officers as of May 13, 2002.

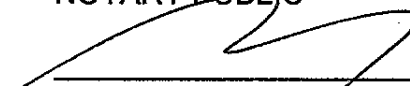
STIRLING STATION, INC.  
By: [Signature]  
President  
By: [Signature]  
Secretary

STATION, INC.  
By: [Signature]  
President  
By: [Signature]  
Secretary

STATE OF FLORIDA     )  
  SS:  
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 13 day of May, 2002, by Carlos Fontecilla, as President of Stirling Station, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification and did take an oath.

NOTARY PUBLIC

  
\_\_\_\_\_  
State of Florida at large

My Commission Expires:

OFFICIAL NOTARY SEAL  
SANFORD N REINHARD  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC857536  
MY COMMISSION EXP. JULY 30, 2003

STATE OF FLORIDA     )  
  SS:  
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 13 day of May, 2002, by Carlos Fontecilla, as President of 79th Station, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification and did take an oath.

NOTARY PUBLIC

  
\_\_\_\_\_  
State of Florida at large

My Commission Expires:

OFFICIAL NOTARY SEAL  
SANFORD N REINHARD  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC857536  
MY COMMISSION EXP. JULY 30, 2003

**AGREEMENT AND PLAN OF MERGER**

**BETWEEN**

**STIRLING STATION, INC.**  
(a Florida corporation)

**AND**

**NW 79th STATION, INC.**  
(a Florida corporation)

Agreement and Plan of Merger dated May 13, 2002 between Stirling Station, Inc., a Florida corporation ("SS"), and NW 79th STATION, INC. a Florida corporation ("79SS").

**AGREEMENT**

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time (as defined below), Stirling Station, Inc. shall be merged with and into 79<sup>th</sup> Street Station, Inc. (the "Merger"), the separate and corporate existence of Stirling Station, Inc. shall cease, and NW 79th STATION, INC. (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of Florida under its present name. (SS and 79SS are collectively referred to as the "Constituent Corporations.")

2. The Merger shall become effective as of 13 on May, 2002 (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.


5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) Each issued and outstanding share of the capital stock of SS shall be cancelled without payment or consideration; and


(b) Each issued and outstanding share of capital stock of 79SS shall remain issued and outstanding.

6. The Articles of Incorporation and By-Laws of 79SS in effect immediately prior to the Effective Time shall continue without change and be the Articles of Incorporation and By-Laws of the Surviving Corporation.

7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

Attested By:   
Secretary

STIRLING STATION, INC.  
By:   
President

Attested By:   
Secretary

79<sup>TH</sup> STREET STATION, INC.  
By:   
President